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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION COMPROMISING AND ALLOWING
PROOF OF CLAIM NUMBER 16322
(LONGACRE MASTER FUND, LTD. / INOVISE MEDICAL, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Longacre Master Fund, Ltd. ("Longacre"), as the beneficial owner of the claims of Inovise Medical, Inc. ("Inovise") respectfully submit this Joint Stipulation Compromising and Allowing Proof Of Claim Number 16322 (this "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Inovise filed proof of claim number 16322 against Delphi Automotive Systems LLC ("DAS LLC") on September 18, 2006, which asserts an unsecured non-priority claim (the "Claim").

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on February 27, 2007 in order to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and Longacre entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement the Debtors acknowledge and agree that the Claim shall be allowed against DAS LLC in the amount of \$250,000.00.

WHEREAS DAS LLC is authorized to enter into this Settlement Agreement

pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise or Settle Certain Classes of Controversy and Allow Claims Without Further Court Approval (Docket No. 4414) entered by the this Court on June 29, 2006.

THEREFORE, DAS LLC and Longacre stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$250,000.00 and shall be treated as an allowed pre-petition general unsecured non-priority claim against DAS LLC.
2. The Debtors waive any right to object to or seek offset against Longacre's allowed general unsecured non-priority claim with respect to the Claim.

So Ordered in New York, New York, this 1st day of March, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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